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James T. McGonigle, P.A.

ACCOUNTING FIRM

All Phases of Accounting
Specialize in Tax Issues
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JULY 17, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

10000190143
-07/23/96--01042--009
*****70.00 *****70.00

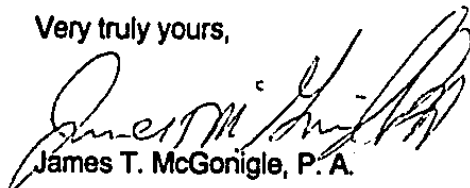
Re: SALTFISH PRODUCTIONS INC.

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation for the above corporation.

Please file the original Articles and return one certified copy to me. I am also enclosing my check in the amount of \$70.00.

Very truly yours,


James T. McGonigle, P. A.

JUL 24 1996

BSB

JTM/lat

enc

FILED
96 JUL 22 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SALTFISH PRODUCTIONS INC.

FILED
96 JUL 22 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Principal Office. The name of this corporation is:

SALTFISH PRODUCTIONS INC.

The principal office is located at:

2728 N.E. 27 AVENUE LIGHTHOUSE POINT, FL. 33064

ARTICLE II

Duration. This corporation shall have perpetual existence.

ARTICLE III

Purpose. This corporation is organized for the purpose of transacting any of all lawful business.

ARTICLE IV

Capital Stock. This corporation is authorized to issue and have outstanding at any one time an aggregate number of 5,000 shares of one class of common stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

Preemptive Rights. Every shareholder, upon the same of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent. The corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: JAMES T. McGONIGLE
INITIAL REGISTERED OFFICE: 6221 Banyan Terrace
Plantation, Florida 33317

Acknowledgement and Consent of Registered Agent. Having been named Initial Registered Agent to accept services of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT

ARTICLE VII

Initial Board of Directors. This corporation shall have ONE director initially. The number of Directors may be either increased or diminished from time to time by the BY-LAWS. The name and address of the Initial Board of Directors of this corporation are:

DIRECTOR: K. THOR OLSEN 2728 N.E. 27 AVENUE LIGHTHOUSE PT., FL. 33064

Incorporator. The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR:

JAMES T. MCGONIGLE

ADDRESS:

7027 W. Broward Blvd. #280
Plantation, Florida 33317



INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

I CERTIFY that on this day before me a Notary Public duly authorized in the State and County above named to take acknowledgements, personally appeared JAMES T. MCGONIGLE to me known to be the person described as the Incorporator, and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 17 day of July, 1996.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



LORI A. TOOTHAKER
COMMISSION # CC 558007
EXPIRES MAY 19, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.